



A / F L E G A L

Level 2
326 William Street
Melbourne VIC 3000

P | 1300 997 056
W | afllegal.com.au
ACN: 063 366 487

ASX Announcement
12 October 2023

Notice of 2023 Annual General Meeting (“Notice”) and related documents

AF Legal Group Ltd (ASX: AFL) (“Company”) advises that an Annual General Meeting of Shareholders will be held at 10:00am (Brisbane time) on Tuesday, 14 November 2023 as a hybrid meeting at the offices of PKF Brisbane, Level 6/10 on Eagle Street, Brisbane City QLD 4000 and as a virtual meeting.

In accordance with Listing Rule 3.17, attached are the following documents:

1. Letter to Shareholders in relation to the Notice;
2. Notice of 2023 Annual General Meeting; and
3. Proxy Form.

The Company advises that the Letter to Shareholders, Notice and Proxy Form is being dispatched to Shareholders today.

-ENDS-

This announcement has been authorised for release by the Board.

For Further information, please contact:

Priyamvada (Pia) Rasal - Company Secretary
Pia.rasal@automicgroup.com.au
+61 3 7037 9545

Automic Registry Services

Telephone (within Australia): 1300 288 664
Telephone (outside Australia): +61 2 9698 5414
Email: hello@automicgroup.com.au
Website: <https://investor.automic.com.au/>

About AFL

The Company and its subsidiaries (Group) principal activities is a tech enabled law firm that currently specialises in family and relationship law. The Group provides advice to clients in respect of divorce, separation, property and children’s matters together with related and ancillary services such as litigation. For more information, please visit www.australianfamilylawyers.com.au.



For personal use only



Level 2
326 William Street
Melbourne VIC 3000

P | 1300 997 056
W | aflegal.com.au
ACN: 063 366 487

A / F L E G A L

12 October 2023

Dear Shareholder,

AF Legal Group Ltd 2023 Annual General Meeting (AGM)

AF Legal Group Ltd (ASX: AFL) (**AFL**, or the **Company**) advises that its 2023 Annual General Meeting will be held at 10:00am (Brisbane time) on Tuesday, 14 November 2023 as a hybrid meeting at the offices of PKF Brisbane, Level 6/10 Eagle Street, Brisbane QLD 4000 and as a virtual meeting:

https://us02web.zoom.us/webinar/register/WN_JAwKfOdNTz2C3pAdF2mvBw

In accordance with Part 1.2AA of the *Corporations Act 2001* (Cth), the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Shareholder Communications section in this letter.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www.australianfamilylawyers.com.au/about-us/investor-announcements>. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: AFL): <https://www2.asx.com.au/markets/company/afl>.

Hybrid Meeting

The Company will hold this year's Meeting as a hybrid meeting which means shareholders will be able to participate in person at the abovementioned location or via an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, ask questions, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important and there are a number of ways in which you can exercise your vote.

To vote in person, attend the Meeting on the date and at the place set out above. If you plan to attend the Meeting in person, please bring your proxy form to facilitate your registration.

Shareholders attending the Meeting virtually and wishing to vote on the day of the Meeting can find further instructions on how to do so in the Notice. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:



Level 2
326 William Street
Melbourne VIC 3000

P | 1300 997 056
W | afllegal.com.au
ACN: 063 366 487

A / F L E G A L

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Shareholders will be able to vote and ask questions at the Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at pia.rasal@automicgroup.com.au at least 48 hours before the Meeting.

Shareholder Communications

Your right to elect to receive documents electronically or physically

The *Corporations Amendment (Meetings and Documents) Act 2022* includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the *Corporations Act 2001* (Cth).

The recent legislative changes mean there are new options for how AFL shareholders receive communications. AFL will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

Providing your email address to receive shareholder communications electronically

AFL encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- support the company by reducing the cost of mailing/postage;
- receive your investor communications faster and in a more secure way; and
- help the environment through the need for less paper.

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences or



Level 2
326 William Street
Melbourne VIC 3000

P | 1300 997 056
W | afllegal.com.au
ACN: 063 366 487

A / F L E G A L

sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>.

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>

**A SIMPLE EXPERIENCE
FOR MANAGING YOUR
HOLDINGS
VISIT:**

<https://investor.automic.com.au>



[DOWNLOAD THE QR READER APP ON YOUR
SMARTPHONE OR TABLET, TO SIMPLY SCAN
THE BARCODE ABOVE]

- ✓ **Fast and Simple**
Update details in real-time, including address, Tax File Number/Australian Business Number, banking details and communication preferences
- ✓ **Consolidated Holdings**
View and manage all holdings in the one place
- ✓ **Secure and Convenient**
View and print all available shareholder communications and statements
- ✓ **Vote Online**
Vote online for upcoming Meetings
- ✓ **View your Activity**
View holding balances, transactions, and payment history

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Tuesday, 14 November 2023.

Yours sincerely,
Priyamvada (Pia) Rasal
Company Secretary

For further information, please contact:

Priyamvada (Pia) Rasal
Company Secretary
+61 3 7037 9545

Automic Registry Services
Telephone (within Australia): 1300 288 664
Telephone (outside Australia): +61 2 9698 5414
Email: hello@automicgroup.com.au
Website: <https://investor.automic.com.au/>

AF Legal Group Ltd
Level 3, 411 Collins Street
Melbourne VIC 3000
ACN: 063 366 487

<https://www.australianfamilylawyers.com.au/>



AF Legal Group Ltd

Notice of 2023 Annual General Meeting

Explanatory Statement | Proxy Form

Tuesday, 14 November 2023

10:00 AM (Brisbane time)

**Hybrid meeting held at the offices of PKF Brisbane,
Level 6/10 Eagle Street, Brisbane QLD 4000 and as a
virtual meeting**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

For personal use only

Contents

Venue and Voting Information	2
Notice of Annual General Meeting – Agenda and Resolutions	5
Notice of Annual General Meeting – Explanatory Statement	10
Glossary	20
Annexure A – Material terms of Performance Rights	22
Annexure B – Summary of Long Term Incentive Plan	24
Proxy Form	Attached

Important Information for Shareholders about the Company's 2023 AGM

This Notice is given based on circumstances as at 9 October 2023. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.australianfamilylawyers.com.au/>.

Venue and Voting Information

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on **"register"** and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on **"Register"** when this appears. Alternatively, click on **"Meetings"** on the left-hand menu bar to access registration.
4. Click on **"Register"** and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to investorrelations@aflegal.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your shareholding, and your vote is important.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting, click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

For personal use only

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of AF Legal Group Ltd ACN 063 366 487 will be held at 10:00am (Brisbane time) on Tuesday, 14 November 2023 as a hybrid meeting at the offices of PKF Brisbane, Level 6/10 Eagle Street, Brisbane QLD 4000 and as a virtual meeting (**Meeting**). https://us02web.zoom.us/webinar/register/WN_JAwKfOdNTz2C3pAdF2mvBw

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form form part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (Brisbane time) on 12 November 2023.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2023.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Election of Director

2. **Resolution 2** – Election of Mr Peter Johns as a Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Mr Peter Johns, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

Re-election of Director

3. **Resolution 3** – Re-election of Dr Sarah Kelly as a Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Dr Sarah Kelly, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers herself for re-election as a Director of the Company, effective immediately.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

4. **Resolution 4** – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: If at the time approval is sought the Company is proposing to make an issue of equity securities under rule 7.1A.2, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Ratification of Prior Issue of Performance Rights

5. Resolution 5 – Ratification of Prior Issue of 1,180,000 Performance Rights to Mr Christopher McFadden as a part of his remuneration

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 1,180,000 Performance Share Rights issued to Mr Christopher McFadden as a part of his remuneration on 1 March 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) Mr Christopher McFadden; or
- (b) an Associate of Mr Christopher McFadden.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Adoption of Long Term Incentive Plan

6. Resolution 6 – Adoption of Long Term Incentive Plan and approval of amended Long Term Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and for all other purposes, the Shareholders of the Company approve the adoption of the Long Term Incentive Plan and the issue of 3,928,070 securities pursuant to the Long Term Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is eligible to participate in the Long Term Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD

Priyamvada (Pia) Rasal

Company Secretary

12 October 2023

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00am (Brisbane time) on Tuesday, 14 November 2023 as a hybrid meeting at the offices of PKF Brisbane, Level 6/10 Eagle Street, Brisbane QLD 4000 and as a virtual meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://www.australianfamilylawyers.com.au/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary at pia.rasal@automicgroup.com.au. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by, Monday, 6 November 2023.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://www.australianfamilylawyers.com.au/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2024 Annual General Meeting (**2024 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2024 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2024 AGM. All of the Directors who were in office when the 2024 Directors' Report was approved, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Election of Director

Resolution 2 – Election of Mr Peter Johns as a Director

Rule 4.7 of the Company's Constitution provides that a director appointed by the Board in addition to the existing Directors must retire at the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Peter Johns was appointed as an additional Director of the Company on 15 November 2022 and has since served as a Director of the Company.

Under this Resolution, Mr Johns seeks election as a Director of the Company at this AGM.

Mr Johns is a director and majority owner of Westferry Investment Group. He has been a fund manager since 2016 and currently runs the Westferry Fund which has over \$20m invested primarily in small companies.

Prior to this, Mr Johns spent 15 years practising as a lawyer in Australia and the UK, in both private practice and the public sector. This culminated in his role as Counsel Assisting the Qld State Coroner which saw him oversee investigations and appear at inquests into numerous complex matters.

Directors' recommendation

The Directors (excluding Mr Johns) recommend that Shareholders vote for this Resolution. The Chair intends to vote all undirected proxies in favour of this Resolution.

Re-election of Director

Resolution 3 – Re-election of Dr Sarah Kelly as Director

The Company's Constitution requires that no director may hold office without re-election beyond the third annual general meeting at which the director was last elected or re-elected. If no directors are required to retire under this rule, then the director who has held office longest without re-election must retire but is eligible to stand and for re-election as a director at that meeting. It has been agreed that Dr Sarah Kelly will retire by rotation at this Meeting.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Dr Kelly was appointed as a Director of the Company on 30 August 2021 and has since served as a Director of the Company.

Under this Resolution, Dr Kelly has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Serving on a range of corporate, government and not-for-profit boards, across a variety of sectors since 2013, Dr Kelly is a highly respected and accomplished business leader and company director and associate professor in law and marketing at the University of Queensland. She has over 30 years of commercial experience, including as a commercial lawyer, strategy consultant and researcher. Dr Kelly currently serves as a non-executive director on several boards, including as Deputy Chair of the Brisbane Lions AFL Football Club, Deputy Chair Tourism and Events Qld, and as a Director on the Brisbane 2032 Games Organising Committee. She is a member of the Consular Corps and the Queensland Chapter Leader for the Minerva Network, a national social enterprise concerned with providing mentoring by c-suite women to professional sportswomen. In 2021, she was awarded an Order of Australia Medal for service to tertiary education and sports administration.

Directors' recommendation

The Directors (excluding Dr Kelly) recommend that Shareholders vote for this Resolution. The Chair intends to vote all undirected proxies in favour of this Resolution.

ASX Listing Rule 7.1A

Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As at 9 October 2023, the Company has a market capitalisation of approximately \$14.53 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) for an acquisition of new assets or investments (including expenses associated with such acquisition); and
- (b) continued execution of the Company's growth strategy.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.0975 50% decrease in issue price	\$0.195 issue price ^(b)	\$0.39 100% increase in issue price
"A" is the number of shares on issue,^(a) being 78,561,418 Shares	10% voting dilution^(c)	7,856,141	7,856,141	7,856,141
	Funds raised	\$765,974	\$1,531,947	\$3,063,895
"A" is a 50% increase in shares on issue, being 117,842,127 Shares	10% voting dilution^(c)	11,784,212	11,784,212	11,784,212
	Funds raised	\$1,148,961	\$2,297,921	\$4,595,843
"A" is a 100% increase in shares on issue, being 157,122,836 Shares	10% voting dilution^(c)	15,712,283	15,712,283	15,712,283
	Funds raised	\$1,531,948	\$3,063,895	\$6,127,790

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 6 October 2023.
- (b) Based on the closing price of the Company's Shares on ASX as at 6 October 2023.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM.

The Company has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend Shareholders vote for this Resolution. The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 5 – Ratification of Prior Issue of 1,180,000 Performance Rights to Mr Christopher McFadden as a part of his remuneration

Background

On 1 March 2023, the Company announced that it had issued 1,180,000 Performance Rights (**Performance Rights**) to Mr Christopher McFadden, the Company's then Chief Financial Officer and Chief Operating Officer who is now the Chief Executive Officer of the Company (appointed on 1 July 2023), as part of his remuneration and terms of employment with the Company.

The full terms of the Performance Rights are set out in **Annexure A** of this Notice.

The Performance Rights were issued on 1 March 2023 by utilising the Company's existing capacity under Listing Rule 7.1.

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 1,180,000 Performance Rights, which were issued on 1 March 2023 (**Issue Date**).

All of the Performance Rights were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Performance Rights did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 1,180,000 Performance Rights for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 1,180,000 Performance Rights will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of 1,180,000 Performance Rights will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Performance Rights were issued to Mr Christopher McFadden, the Company's then Chief Financial Officer and Chief Operating Officer who is now the Chief Executive Officer of the Company (appointed on 1 July 2023).
- (b) The Company issued 1,180,000 Performance Rights.
- (c) The full terms of the Performance Rights are set out in **Annexure A** of this Notice.
- (d) The Performance Rights were issued on 1 March 2023.
- (e) The Performance Rights were issued for nil cash consideration.
- (f) Funds were not raised from the issue as the Performance Rights were issued as a part of remuneration to Mr Christopher McFadden.
- (g) The Performance Rights were issued as a part of Mr McFadden's remuneration as the Company's Chief Financial Officer and Chief Operating Officer.

(h) The materials terms of Mr McFadden's remuneration package are set out in the table below:

Name	Christopher McFadden
Position	Chief Executive Officer
Term	Ongoing - no fixed term
Fixed Remuneration	Total Fixed Annual Remuneration (FAR) inclusive of superannuation of \$399,600 p.a.
Variable Remuneration	Short Term Incentive (STI) 35% of FAR Long Term Incentive (LTI) 35% of FAR Subject to Performance Hurdles (see below)
Performance Hurdles	<ul style="list-style-type: none"> • Performance Hurdle is achieving Profit Before Tax attributable to AFL shareholders of 3.0c per share in FY24, which equates to \$2.35m before tax. <ul style="list-style-type: none"> ○ To avoid doubt <ul style="list-style-type: none"> ▪ The 3.0c per share target is calculated before any deductions are made for either the Chief Executive Officer (CEO) and/or the Chief Financial Officer/Chief Operations Officer's STI and LTI (this is also applicable to the CEO's previously issued Performance Rights - see announcement 2/3/23) • FY25 hurdle = 3.5 cents (up 16.7%) • FY26 hurdle = 4.0 cents (up 14.3%) <p>Pro-rata Incentive payment - STI only</p> <ul style="list-style-type: none"> • If the hurdle NPBT attributable is not achieved, it is paid on a pro-rata basis at 50% for 75% of budget achievement and 100% at 100% with pro-rata in between.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution. The Chair intends to vote all undirected proxies in favour of this Resolution.

Adoption of Long Term Incentive Plan and approval of amended Long Term Incentive Plan

Resolution 6 – Adoption of Long Term Incentive Plan and approval of amended Long Term Incentive Plan

Background

The Company's Long Term Incentive Plan (**Incentive Plan** or **LTIP**) was last approved by Shareholders of the Company on 8 April 2019. As of the date of this Meeting, more than three years would have lapsed since this date. Accordingly, the Company seeks Shareholder approval to re-adopt the Incentive Plan for the purposes set out in this Explanatory Statement.

New regulatory regime for employee share schemes (ESS) / changes to LTIP

On 1 October 2022, a new employee share scheme regime under Division 1A of Part 7.12 of the Corporations Act (**New ESS Provisions**) took effect to replace and expand the previous relief provided by ASIC CO 14/1000.

The purpose of the New ESS Provisions is to make it easier for companies to access 'regulatory relief' from the Corporations Act requirements in respect of licensing, advertising and hawking, and the design and distribution obligations with a streamlined set of disclosure requirements applying to the ESS.

As a result of those changes, the Company has made some amendments to the LTIP for consistency with the New ESS Provisions and to make some other minor changes.

The changes include:

- removal of the limit on maximum award allocation which may be issued under the Incentive Plan for issues made for no monetary consideration. A limit of 5% only applies to issues made for monetary consideration;
- Changes to loan interest - The loan provided by the Company for any Shares or incentives under the LTIP (**Loan Funded Share**) will be interest-free and fee free, which is a requirement under section 1100U (1)(a)(i) of the Corporations Act;
- Changes to listing of shares - If Shares of the same class as those allotted under the Incentive Plan are listed on ASX or an exchange, the Company will apply to ASX or the exchange within a reasonable time after they are allotted (if those Share are not already listed) for those Shares to be listed;
- Inclusion of blackout period consistent with the Company's securities trading policy, takeover restrictions and insider trading;
- Any dispute that arises at any time with respect to any such adjustment will be conclusively determined by the Board;
- No limitation - The grant of Awards under the Incentive Plan will in no way affect the Company's right to adjust, reclassify, reorganise or otherwise change its capital or business structure or to merge, amalgamate, reorganise, consolidate, dissolve, liquidate or sell or transfer all or any part of its business or assets or engage in any like transaction; and
- Inclusion of potential risks and obtaining independent legal and financial advice before deciding whether to participate in this Incentive Plan.

Given these changes, the Board is seeking to refresh approval of the Incentive Plan, including the issue of securities under the LTIP, for the purposes of ASX Listing Rule 7.2, Exception 13(b) and for all other purposes.

The purpose of the Incentive Plan is to provide eligible participants with an opportunity to share ownership of the Company and to promote the long-term success of the Company as a goal shared by all eligible participants. In addition, it is intended that the Incentive Plan will assist the Company to attract and retain skilled and experienced employees and directors, whilst providing them with the motivation to make the Company more successful.

A summary of the key terms of the Incentive Plan is set out in **Annexure B**, and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period under Listing Rule 7.1 (15% capacity) during the next three year period.

Equity securities will only be treated as having been issued under exception 13(b) in Listing Rule 7.2 (and therefore not reducing the Company's 15% capacity) if:

- the number of equity securities issued under the Incentive Plan does not exceed the maximum number of securities proposed to be issued as set out below; and
- there is no material change to the terms of the LTIP.

Specific information required by ASX Listing Rule 7.2 (Exception 13(b))

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to Resolution 6:

- (a) a summary of the key terms and conditions of the Incentive Plan is set out in **Annexure B**;
- (b) the Company has issued 6,675,000 performance rights and 371,884 Shares under the Incentive Scheme since it was last approved by Shareholders on 8 April 2019;
- (c) the maximum number of securities proposed to be issued under the Incentive Plan in reliance on Listing Rule 7.2 (Exception 13(b)) is 3,928,070 securities, which does not include any future grants of Shares or incentives to directors under Listing Rule 10.14. However, this is not intended to be a prediction of the actual number of Securities to be issued under the LTIP, but is specified for the purposes of setting a ceiling on the number of equity securities approved to be issued under and the for the purposes of exception 13(b) in Listing Rule 7.2; and
- (d) A Voting Exclusion Statement is set out in the Notice of Meeting for this Resolution.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution. The Chair intends to vote all undirected proxies in favour of this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary at pia.rasal@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

Annual Financial Report means the 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on 31 August 2023.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of PKF Brisbane Audit dated 31 August 2023 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means AF Legal Group Ltd ACN 063 366 487.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

LTIP means Long Term Incentive Plan of the Company

New ESS Provisions means the provisions relating to employee share schemes contained in Division 1A of Part 7.12 of the Corporations Act.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 12 October 2023 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Performance Rights (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automatic Registry Services.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Annexure A - Terms of Performance Rights

Number of Securities	The number of Performance Rights issued to Mr Christopher McFadden were 1,180,000. Each Performance Right is exercisable, subject to the Vesting Conditions and during the applicable period for exercise, for one Share.																										
Valuation																											
Term	The Performance Rights will expire 4 years from the date of issue and if not exercised within the Term the Performance Rights will lapse.																										
Issue Price	<p>For performance rights granted during the year, the valuation inputs used to determine the fair value at the grant date, are as follows:</p> <table border="1"> <tr> <td>Performance rights</td> <td>Class G</td> </tr> <tr> <td>Grant date</td> <td>1 March 2023</td> </tr> <tr> <td>Milestone date</td> <td>30 June 2024</td> </tr> <tr> <td>Expiry date</td> <td>1 March 2027</td> </tr> <tr> <td>Share price at grant date (cents)</td> <td>11.5</td> </tr> <tr> <td>Exercise price</td> <td>Nil</td> </tr> <tr> <td>Expected volatility</td> <td>74%</td> </tr> <tr> <td>Dividend yield</td> <td>Nil</td> </tr> <tr> <td>Risk-free interest rate</td> <td>4.1%</td> </tr> <tr> <td>Expected volatility</td> <td>Nil</td> </tr> <tr> <td>Fair value at grant date (cents)</td> <td>11.5</td> </tr> <tr> <td>Probability assigned to achieve vesting conditions</td> <td>100%</td> </tr> <tr> <td>Fair value for share-based payment expense (cents)</td> <td>11.5</td> </tr> </table>	Performance rights	Class G	Grant date	1 March 2023	Milestone date	30 June 2024	Expiry date	1 March 2027	Share price at grant date (cents)	11.5	Exercise price	Nil	Expected volatility	74%	Dividend yield	Nil	Risk-free interest rate	4.1%	Expected volatility	Nil	Fair value at grant date (cents)	11.5	Probability assigned to achieve vesting conditions	100%	Fair value for share-based payment expense (cents)	11.5
Performance rights	Class G																										
Grant date	1 March 2023																										
Milestone date	30 June 2024																										
Expiry date	1 March 2027																										
Share price at grant date (cents)	11.5																										
Exercise price	Nil																										
Expected volatility	74%																										
Dividend yield	Nil																										
Risk-free interest rate	4.1%																										
Expected volatility	Nil																										
Fair value at grant date (cents)	11.5																										
Probability assigned to achieve vesting conditions	100%																										
Fair value for share-based payment expense (cents)	11.5																										
Exercise Price	It is a term of the LTIP that Performance Rights have a nil exercise price.																										
Exercise Period	Options and/or Performance Rights (as the case may be) will only vest and be exercisable if the applicable Performance Hurdles and/or Vesting Conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under these Rules.																										
Performance Period	The three financial period beginning FY24 to FY26.																										
Vesting Conditions	<p>All 1,180,000 Performance Rights will vest if any one of the three performance hurdles below is satisfied. The Performance Rights will lapse if not exercised within the term of four years on 1 March 2027. The vesting conditions (continuous employment and specific profit hurdles) have been designed to align performance to the Company's short to medium term strategic goals.</p> <table border="1"> <tr> <td>Vesting Date</td> <td>Profit Before Tax <u>Attributable to AFL shareholders</u> Performance Hurdle</td> </tr> <tr> <td>31 August 2024</td> <td>3.0 cents per share in FY24</td> </tr> <tr> <td>31 August 2025</td> <td>3.5 cents per share in FY25</td> </tr> <tr> <td>31 August 2026</td> <td>4.0 cents per share in FY26</td> </tr> </table> <p>If none of the Profit Before Tax Performance Hurdles are satisfied, the Performance Rights will immediately lapse thereafter.</p>	Vesting Date	Profit Before Tax <u>Attributable to AFL shareholders</u> Performance Hurdle	31 August 2024	3.0 cents per share in FY24	31 August 2025	3.5 cents per share in FY25	31 August 2026	4.0 cents per share in FY26																		
Vesting Date	Profit Before Tax <u>Attributable to AFL shareholders</u> Performance Hurdle																										
31 August 2024	3.0 cents per share in FY24																										
31 August 2025	3.5 cents per share in FY25																										
31 August 2026	4.0 cents per share in FY26																										

	<p>Mr McFadden must remain employed at all relevant times up until each applicable Vesting Date.</p> <p>Performance Rights offered will be subject to strategic measures and satisfaction of each hurdle determined by the Board and measured over each 12-month period for the three financial years FY24 to FY26.</p>
Issue Date	The Performance Rights were issued to Mr McFadden on 1 March 2023
Loan Terms	There are no applicable loan terms.
Termination of employment	In the case of a termination of Employment during Term, the Performance Rights will be dealt with at Board discretion

Annexure B – Summary of Long Term Incentive Plan (LTIP)

Under the rules of the LTIP, the Board has a discretion to offer any of the following awards to senior management, directors or other nominated key employees:

- options to acquire Shares;
- performance rights to acquire Shares; and/or
- Shares, including to be acquired under a limited recourse loan funded arrangement,

in each case subject to service-based conditions and/or performance hurdles (collectively, the **Awards**).

The terms and conditions of the LTIP are set out in comprehensive rules. A summary of the rules of the LTIP is set out below:

- The LTIP is open to Directors, senior management, and any other employees of the Company, as determined by the Board. Participation is voluntary.
- The Board may determine the type and number of Awards to be issued under the LTIP to each participant and other terms of issue of the Awards, including:
 - what service-based conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
 - the fee payable (if any) to be paid by a participant on the grant of Awards;
 - the exercise price of any option granted to a participant;
 - the period during which a vested option can be exercised; and
 - any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their options or performance rights.
- The Board may, in its discretion, also determine that the Company will issue limited recourse loans to participants to use for the purchase of Shares as part of a Share Award under the LTIP.
- When any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares, or their options/performance rights will become vested and will be exercisable over Shares (as applicable).
- Each vested option and performance right enables the participant to be issued or to be transferred one Share upon exercise, subject to the rules governing the LTIP and the terms of any particular offer.
- Any restrictions on dealing with the Shares or Awards issued under the LTIP are determined by the board at its discretion.
- Participants holding options or performance rights are not permitted to participate in new issues of securities by the Company but adjustments may be made to the number of Shares over which the options or performance rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the LTIP and the Listing Rules.
- The total number of Shares that may be issued, when aggregated with the number of Shares issued or that may be issued as a result of offers made under the LTIP or similar Employee Share Scheme under whatever name, purported to be adopted by the Company under the Corporations Act during the every three year period, will not exceed 5% (or any other percentage stated in the Company's Constitution from time to time) of the total number of Shares on issue at the date of the relevant invitation or the issue of the relevant Awards as the case may be.

- The LTIP limits the number of Awards requiring monetary consideration from participants, such that the sum of Awards on issue requiring monetary consideration since the LTIP was last approved by Shareholders (assuming all options and performance rights were exercised) do not at any time exceed 3,928,070. There is no limit on the number of Awards under the LTIP if no monetary consideration is payable by participants.
- The Board may delegate management and administration of the LTIP, together with any of their powers or discretions under the LTIP, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit.
- If a participant's employment ends, the Board may decide if any of the unvested Awards vest or lapse.



A / F L E G A L

AF Legal Group Ltd | ABN 82 063 366 487

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **10.00am (AEST) on Sunday, 12 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

